



## **TERMS OF REFERENCE OF THE NOMINATING COMMITTEE**

### **1. MEMBERSHIP**

- 1.1 The Committee shall be appointed by the Board from amongst the Directors of the Company and shall comprise exclusively of Non-executive Directors, majority of whom are independent (as determined by the Board).
- 1.2 The Chairman of the Committee shall be the Senior Independent Director appointed by the Board from time to time.
- 1.3 In the event that a member of the Committee resigns, dies or for any other reason ceases to be a member resulting in non-compliance of any of the requirements above, the Board shall, within three (3) months of that event, appoint such number of new members as may be required to fill the vacancy.

### **2. REVIEW OF COMMITTEE AND MEMBERS**

- 2.1 The Committee and the appointment and performance of its members shall be subject to annual review by the Board to determine whether the Committee and its members have carried out their duties in accordance with this Terms of Reference.

### **3. SECRETARY**

- 3.1 The Company Secretary or his or her nominees shall be the Secretary to the Committee. In his or her absence, the Chairman shall appoint the Secretary.

### **4. QUORUM**

- 4.1 The quorum for meetings of the Committee shall consist of two members.

### **5. MEETING AND ATTENDANCE**

- 5.1 The Committee shall meet at least one time a year.
- 5.2 The notice of each meeting confirming the venue, time and date together with an agenda of items to be discussed shall be forwarded to each member of the Committee and any other persons who may be required to attend, at least seven (7) days prior to the date of the meeting.
- 5.3 The Chairman of the Committee shall preside over the Committee meetings and in the absence of the Chairman and/or appointed deputy, the remaining members present shall elect one of their numbers to chair the meeting.

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- 5.4 Members of the Committee may participate in a meeting of the Committee by means of telephone or other electronic means and all persons participating in the meeting can hear each other, and such participation in a meeting shall constitute presence in person at the meeting.
- 5.5 The Committee may invite other Board members or any person to attend all or part of any meeting as and when appropriate and necessary.
- 5.6 The Committee Chairman attends the Annual General Meetings to respond to any shareholder's questions on the Committee's report and activities.

### **6. MINUTES OF THE MEETING**

- 6.1 The Secretary shall minute the proceedings and resolutions of all committee meetings, including the names of those present and in attendance.
- 6.2 Draft minutes of committee meetings shall be circulated promptly to all members of the Committee. Once approved, minutes should be circulated to all other members of the Board.
- 6.3 A resolution in writing signed whether in original or by facsimile, by the requisite members of the Committee who are sufficient to form a quorum, shall be as valid and effectual as if it had been passed at a meeting of the Committee duly convened and held. Any such resolution may consist of several documents in like form, each signed by one or more members.

### **7. FUNCTIONS AND DUTIES**

- 7.1 Propose new nominees for appointment to the Board.
- 7.2 Review the character, experience, integrity, commitment, competency, qualification and track record of the proposed new nominees for appointment to the Board. In the case of nominees for the position of Independent Non-Executive Directors, to evaluate the nominee's ability to discharge such responsibilities/functions as expected from Independent Non-Executive Directors.
- 7.3 Review the structure, size and composition (including evaluating the mix and balance of the skills, knowledge, experience and diversity) of the Board and make recommendations to the Board with regard to any changes deemed necessary.
- 7.4 Recommend to the Board the continuation (or not) in service of Directors who are due for retirement by rotation.
- 7.5 Monitor and evaluate, on an annual basis, the effectiveness of the Board and its committees and develop appropriate procedures for individual evaluations.

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- 7.6 Assess annually the independence of Independent Non-Executive Directors.
- 7.7 Ensure that orientation and education programme are provided to new Directors.
- 7.8 Consider succession planning in the course of its work, taking into account the challenges and opportunities facing the Company and what skills and expertise are needed on the Board in the future.
- 7.9 Undertake such other responsibilities as may be agreed to by the Board, or as may be required by law or the Main Market Listing Requirements (“MMLR”) of Bursa Malaysia Securities Berhad (“Bursa Securities”).

### **8. AUTHORITY**

- 8.1 The Committee is authorised to seek any information it requires from the management of the Company in order to perform its duties.
- 8.2 The Committee is authorised to obtain, at the Company’s expense, independent professional or other advice on any matters within its Terms of Reference, if it considers this necessary. In practice, the Committee should first consult with the Chairman of the Board and obtain the approval of the Board should any expenditure in connection therewith be expected to exceed RM30,000 in total, before proceeding.

### **9. REPORTING PROCEDURES**

- 9.1 The Chairman of the Committee shall report to the Board from time to time, its recommendations for consideration and implementation.
- 9.2 The actual decision as to who shall be appointed to the Board shall be the responsibility of the full Board after considering the recommendations of the Committee.
- 9.3 The Committee shall submit a statement about the activities of its discharge of its duties during the financial year, within three (3) months following the end of the financial year, to the Board for inclusion in the Company’s annual report. The statement of the Committee shall comprise paragraphs 15.08A(3) of the MMLR of Bursa Securities.

### **10. REVIEW OF TERMS OF REFERENCE**

- 10.1 The Committee will review this Terms of Reference from time to time and make the necessary amendments to ensure it remains consistent with the Board’s objectives, the needs of the Company, applicable laws and practices, principles of the Malaysian Code on Corporate Governance 2017 and MMLR of Bursa Securities.



## **TERMS OF REFERENCE OF THE NOMINATING COMMITTEE**

- 10.2 This Terms of Reference may be made available on the website of the Company.
- 10.3 This Terms of Reference was reviewed and approved on 11 July 2018.